

Claim 1 (canceled)

Claim 2 (canceled)

Claim 3 (canceled)

Claim 4 (canceled)

Claim 5 (currently amended)

$$R^9-A^4-A^3-A^2-NH-C(R^1)(R^2)-C(=O)-NH-CH_2-X-NH-Y-Z$$

(III)

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

R¹¹ is, at each occurrence, independently H or C₁-C₄ alkyl;

X is $-C(=O)-$, $-S-$, $-S(=O)-$, or $-S(=O)_2-$;

Y is $-C(=O)-$ or $-S(=O)_2-$;

Z is C₁-C₄ haloalkyl,

C₁-C₄ alkyl substituted with 0-3 Z^a,

C₂-C₄ alkenyl substituted with 0-3 Z^a,

C₂-C₄ alkynyl substituted with 0-3 Z^a,

C₃-C₁₀ cycloalkyl substituted with 0-5 z^b,

C₃-C₁₀ carbocycle substituted with 0-5 z^b,

aryl substituted with 0-5 Z^b , or

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl, 1H-indazolyl, benzofuranyl, benzothiofuranyl, benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl, isoxazolopyridinyl, quinazolinyl, quinolinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, and pyrazolopyridinyl; said heterocyclic group substituted with 0-4 Z^b;

Z^a is H, F, Cl, Br, I, -NO₂, -CN, -NCS, -CF₃, -OCF₃, -CH₃, -OCH₃, -CO₂R²⁰, -C(=O)NR²⁰R²⁰, -NHC(=O)R²⁰, -NR²⁰R²⁰, -OR²⁰, -SR²⁰, -S(=O)R²⁰, -SO₂R²⁰, -SO₂NR²⁰R²⁰, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy,

C₃-C₁₀ cycloalkyl substituted with 0-5 Z^b,

C₃-C₁₀ carbocycle substituted with 0-5 Z^b,

aryl substituted with 0-5 Z^b, or

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl,

pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl, 1H-indazolyl, benzofuranyl, benzothiofuranyl, benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazoliny, benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl, isoxazolopyridinyl, quinazolinyl, quinolinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, and pyrazolopyridinyl; said heterocyclic group substituted with 0-4 Z^b;

Z^b is H, F, Cl, Br, I, -NO₂, -CN, -NCS, -CF₃, -OCF₃, -CH₃, -OCH₃, -CO₂R²⁰, -C(=O)NR²⁰R²⁰, -NHC(=O)R²⁰, -NR²⁰R²⁰, -OR²⁰, -SR²⁰, -S(=O)R²⁰, -SO₂R²⁰, -SO₂NR²⁰R²⁰, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy,

C₃-C₁₀ cycloalkyl substituted with 0-5 Z^c,

C₃-C₁₀ carbocycle substituted with 0-5 Z^c,

aryl substituted with 0-5 Z^c, or

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl,

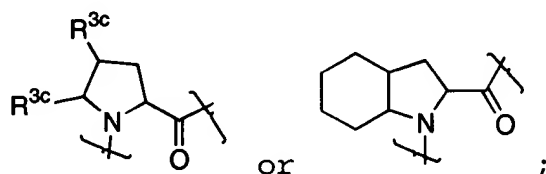
tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl, 1H-indazolyl, benzofuranyl, benzothiofuranyl, benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl, isoxazolopyridinyl, quinazolinyl, quinolinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, and pyrazolopyridinyl; said heterocyclic group substituted with 0-4 Z^C;

Z^C is H, F, Cl, Br, I, -NO₂, -CN, -NCS, -CF₃, -OCF₃, -CH₃, -OCH₃, -CO₂R²⁰, -C(=O)NR²⁰R²⁰, -NHC(=O)R²⁰, -NR²⁰R²⁰, -OR²⁰, -SR²⁰, -S(=O)R²⁰, -SO₂R²⁰, -SO₂NR²⁰R²⁰, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy;

R²⁰ is H, C₁-C₄ alkyl, C₁-C₄ haloalkyl, aryl, aryl(C₁-C₄ alkyl)-, C₃-C₆ cycloalkyl, or C₃-C₆ cycloalkyl(C₁-C₄ alkyl)-;

alternatively, NR²⁰R²⁰ may form a piperidinyl, piperazinyl, or morpholinyl group;

A² is a bond, -NH-CR³R⁴-C(=O)-, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, Val,



A³ is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

A⁴ is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln, Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe, Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

R¹ is selected from the group: H,

C₁-C₆ alkyl substituted with 0-3 R^{1a},

C₂-C₆ alkenyl substituted with 0-3 R^{1a},

C₂-C₆ alkynyl substituted with 0-3 R^{1a}, and

C₃-C₆ cycloalkyl substituted with 0-3 R^{1a};

R^{1a} is selected at each occurrence from the group:

Cl, F, Br, I, CF₃, CHF₂, OH, =O, SH,

-CO₂R^{1b}, -SO₂R^{1b}, -SO₃R^{1b}, -P(O)₂R^{1b}, -P(O)₃R^{1b},

-C(=O)NHR^{1b}, -NHC(=O)R^{1b}, -SO₂NHR^{1b}, -OR^{1b}, -SR^{1b},

C₁-C₃ alkyl, C₃-C₆ cycloalkyl, C₁-C₆ alkoxy,

-S-(C₁-C₆ alkyl),

aryl substituted with 0-5 R^{1c},

-O-(CH₂)_q-aryl substituted with 0-5 R^{1c},

-S-(CH₂)_q-aryl substituted with 0-5 R^{1c},

5-10 membered heterocyclic group consisting of carbon

atoms and 1-4 heteroatoms selected from the group:

pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl,

pyrazinyl, piperazinyl, piperidinyl, imidazolyl,

imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl, 1H-indazolyl, benzofuranyl, benzothiofuranyl, benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl, isoxazolopyridinyl, quinazolinyl, quinolinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, and pyrazolopyridinyl; and substituted with 0-3 R^{1c};

R^{1b} is H,

C₁-C₄ alkyl substituted with 0-3 R^{1c},

C₂-C₄ alkenyl substituted with 0-3 R^{1c},

C₂-C₄ alkynyl substituted with 0-3 R^{1c},

C₃-C₆ cycloalkyl substituted with 0-5 R^{1c},

C₃-C₆ carbocycle substituted with 0-5 R^{1c},

aryl substituted with 0-5 R^{1c},

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, and triazolyl; said heterocyclic group substituted with 0-3 R^{1c};

R^{1c} is selected at each occurrence from the C₁-C₄ alkyl, Cl, F, Br, I, OH, C₁-C₄ alkoxy, -CN, -NO₂, C(O)OR^{1d}, NR^{1d}R^{1d}, CF₃, and OCF₃;

R^{1d} is H or C₁-C₄ alkyl,

R² is H or C₁-C₄ alkyl,

alternatively, R¹ and R² combine to form a C₃-C₆ cycloalkyl group substituted with 0-3 R^{1c};

R³ is selected from the group: H,

C₁-C₆ alkyl substituted with 0-4 R^{3a},

C₂-C₆ alkenyl substituted with 0-4 R^{3a},

C₂-C₆ alkynyl substituted with 0-4 R^{3a},

-(CH₂)_q- C₃-C₆ cycloalkyl substituted with 0-4 R^{3b},

-(CH₂)_q-aryl substituted with 0-5 R^{3b},

-(CH₂)_q-5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl, 1H-indazolyl, benzofuranyl, benzothiofuranyl, benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl,

isoxazolopyridinyl, quinazolinyl, quinolinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, and pyrazolopyridinyl; and said heterocyclic group is substituted with 0-2 R^{3b} ;

R^{3a} is selected from the group: $-CO_2R^{11}$, $-NR^{11}R^{11}$, $-OR^{11}$, $-SR^{11}$, $-C(=NH)NH_2$, and aryl substituted with R^{10b} ;

R^{3b} is selected from the group: $-CO_2H$, $-NH_2$, $-OH$, $-SH$, and $-C(=NH)NH_2$;

R^{3c} is, at each occurrence, independently selected from H, C_1-C_6 alkyl, $-OH$, or OR^{3d} ;

R^{3d} is C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-(CH_2)_q-C_3-C_6$ cycloalkyl, $-(CH_2)_q$ -aryl, or $-(CH_2)_q$ -(5-10 membered heterocyclic group), wherein said heterocyclic group consists of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N;

R^4 is selected from the group H, C_1-C_6 alkyl, phenyl, phenylmethyl-, phenylethyl-, C_3-C_6 cycloalkyl, C_3-C_6 cycloalkylmethyl-, and C_3-C_6 cycloalkylethyl-;

R^9 is selected from $-S(=O)_2R^{9a}$ and $-C(=O)R^{9a}$;

R^{9a} is selected from the group:
phenyl substituted with 0-3 R^{9c} ,
naphthyl substituted with 0-3 R^{9c} , and

5-14 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl, tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, triazolyl, benzimidazolyl, 1H-indazolyl, benzofuranyl, benzothiofuranyl, benztetrazolyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoquinolinyl, octahydroisoquinolinyl, tetrahydroisoquinolinyl, tetrahydroquinolinyl, isoxazolopyridinyl, quinazolinyl, quinolinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, and pyrazolopyridinyl; and said heterocyclic group is substituted with 0-3 R^{9c};

R^{9c} is selected at each occurrence from the group:

CF₃, OCF₃, Cl, F, Br, I, =O, OH, phenyl, C(O)OR¹¹, NH₂, NH(CH₃), N(CH₃)₂, -CN, NO₂;

C₁-C₄ alkyl substituted with 0-3 R^{9d},

C₁-C₄ alkoxy substituted with 0-3 R^{9d},

C₃-C₆ cycloalkyl substituted with 0-3 R^{9d},

aryl substituted with 0-5 R^{9d}, and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, piperidinyl, imidazolyl, imidazolidinyl, indolyl, tetrazolyl, isoxazolyl, morpholinyl, oxazolyl, oxazolidinyl,

tetrahydrofuranyl, thiadiazinyl, thiadiazolyl, thiazolyl, triazinyl, and triazolyl; said heterocyclic group is substituted with 0-4 R^{9d};

R^{9d} is selected at each occurrence from the group:

C₁-C₄ alkyl, C₁-C₄ alkoxy, CF₃, OCF₃, Cl, F, Br, I, =O, OH, phenyl, C(O)OR¹¹, NH₂, NH(CH₃), N(CH₃)₂, -CN, and NO₂;

p is 1 or 2; and

q, at each occurrence, is independently 0, 1 or 2.

Claim 6 (original)

6. A compound of Claim 5, wherein

X is -C(=O)-;

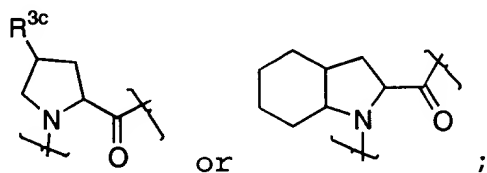
Y is -S(=O)₂-;

Z is selected from the group:

methyl, ethyl, propyl, trifluoromethyl, phenyl, benzyl, 4-phenyl-phenyl, 4-NCS-phenyl, 2-fluorophenyl-, 3-fluorophenyl-, 4-fluorophenyl-, 2-chlorophenyl-, 3-chlorophenyl-, 4-chlorophenyl-, 2-cyanophenyl-, 3-cyanophenyl-, 4-cyanophenyl-, 2-nitrophenyl-, 3-nitrophenyl-, 4-nitrophenyl-, 2-CF₃SO₂-phenyl-, 3-CF₃SO₂-phenyl-, 4-CF₃SO₂-phenyl-, 2-CF₃-phenyl-, 3-CF₃-phenyl-, 4-CF₃-phenyl-, 3-NO₂-4-Cl-phenyl-, 3-Cl-4-CH₃-phenyl-, 2-Cl-5-CF₃-phenyl-, 2-Cl-5-CO₂H-phenyl-, 3-NO₂-4-CH₃-phenyl-, 3-Cl-5-NH₂SO₂-phenyl-,

3,5-diCF₃-phenyl-, 3,4-diCF₃-phenyl-,
 3,5-diCl-phenyl-, 2,5-diCl-phenyl-, 3,4-diCl-phenyl-,
 3,5-diF-phenyl-, 2,5-diF-phenyl-, 3,4-diF-phenyl-,
 2-F-4-Cl-5-CO₂H-phenyl-, 2,4-diCl-5-CO₂H-phenyl-,
 2,4-diCl-5-CH₃CO₂-phenyl-, 2,4-diCl-5-CH₃-phenyl-,
 2-OH-3,5-diCl-phenyl-, 2,4,5-triCl-phenyl-,
 3,5-diCl-4-(4-NO₂phenyl)phenyl-,
 2-Cl-5-benzylNHCO-phenyl-, 2-Cl-5-CF₃CH₂NHCO-phenyl-,
 2-Cl-5-cyclopropylmethylNHCO-phenyl-,
 2-Cl-4-CH₃CONH-phenyl-, 3-Cl-5-(phenylCONHSO₂)-phenyl-,
 3-Cl-5-CH₃CONH-phenyl-, 5-ethoxy-benzothiazol-2-yl,
 naphth-2-yl, (CH₃CONH)thiadiazolyl-,
 (s-butylCONH)thiadiazolyl-, (n-pentylCONH)thiadiazolyl-,
 (phenylCONH)thiadiazolyl-, and
 (3-ClphenylCONH)thiadiazolyl-,

A² is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln,
 Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe,
 Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, Val;



A³ is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln,
 Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe,
 Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

A³ is a bond, Ala, Arg, Asn, Asp, Aze, Cha, Cys, Dpa, Gln,
 Glu, Gly, His, Hyp, Ile, Irg, Leu, Lys, Met, Orn, Phe,
 Phe(4-fluoro), Pro, Sar, Ser, Thr, Trp, Tyr, or Val;

R¹ is selected from the group:

-CH₂CH₃, -CH₂CH₂CH₃, -CH(CH₃)₂, -CH₂CH₂CH₂CH₃,
-CH₂CH(CH₃)₂, -CH₂C(CH₃)₃, -CH₂CH₂C(CH₃)₃,
-CH₂CH₂CH₂C(CH₃)₃, -CH₂CH₂CH₂CH(CH₃)₂,
-CH₂CH₂CH₂CH(CH₂CH₃)₂, -CH₂CH₂CH₂CH₂CH₃,
-CH₂CH₂CH(CH₃)₂, -CH₂CH₂CH₂CH₂CH₂CH₃,
-CH₂CF₃, -CH₂CH₂CF₃, -CH₂CH₂CH₂CF₃,
-CH₂CHF₂, -CH₂CH₂CHF₂, -CH₂CH₂CH₂CHF₂,
-CH=CH₂, -CH₂CH=CH₂, -CH=CHCH₃, cis-CH₂CH=CH(CH₃),
trans-CH₂CH=CH(CH₃), -CH₂CH₂CH=CH, -CH₂CH=C(CH₃)₂,
-CH₂CH₂CH=C(CH₃)₂,
-CH₂CO₂H, -CH₂CH₂CO₂H, -CH₂CO₂C(CH₃)₃,
-CH₂CH₂CO₂C(CH₃)₃, -CH₂CH₂CH₂CH₂NH₂,
phenyl, benzyl, phenethyl, phenpropyl, phenbutyl,
(2-methylphenyl)ethyl-, (3-methylphenyl)ethyl-,
(4-methylphenyl)ethyl-, (4-ethylphenyl)ethyl-,
(4-i-propylphenyl)ethyl-, (4-t-butylphenyl)ethyl-,
(4-hydroxyphenyl)ethyl-, (4-phenyl-phenyl)ethyl-,
(4-phenoxy-phenyl)ethyl-, (4-cyclohexyl-phenyl)ethyl-,
(4-cyclopropyl-phenyl)ethyl-, (2,5-dimethylphenyl)ethyl-,
(2,4-dimethylphenyl)ethyl-, (2,6-difluorophenyl)ethyl-,
(4-cyclopentyl-phenyl)ethyl-,
(4-cyclobutyl-phenyl)ethyl-,
(2-trifluoromethylphenyl)ethyl-,
(3-trifluoromethylphenyl)ethyl-,
(4-trifluoromethylphenyl)ethyl-,
(2-fluorophenyl)ethyl-, (3-fluorophenyl)ethyl-,
(4-fluorophenyl)ethyl-, (2-chlorophenyl)ethyl-,
(3-chlorophenyl)ethyl-, (4-chlorophenyl)ethyl-,
(2-bromophenyl)ethyl-, (3-bromophenyl)ethyl-,
(4-bromophenyl)ethyl-,
(2,3,4,5,6-pentafluorophenyl)ethyl-,
(naphth-2-yl)ethyl, (cyclobutyl)methyl,

(cyclobutyl)ethyl, (cyclobutyl)propyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl;

R² is H, methyl, or ethyl;

alternatively, R¹ and R² combine to form cyclopropyl, cyclobutyl, cyclopentyl, or cyclohexyl;

R^{3c} is H, methyl, ethyl, -OH, methoxy, ethoxy, propoxy, phenoxy, or benzyloxy; and

R⁹ is selected from:

2-pyrazinyl-carbonyl-,
 4-(N-pyrrolyl)phenyl-carbonyl-,
 5-(4-chlorophenyl)furan-2-yl-carbonyl-,
 1-anthracenyl-carbonyl-,
 7-nitro-anthracen-1-yl-carbonyl-,
 (3-phenyl-2-cyanomethoxyphenyl)carbonyl-,
 5-(2-Cl-3-CF₃-phenyl)-furan-2-yl-carbonyl-,
 5-(4-Cl-phenyl)-furan-2-yl-carbonyl-,
 5-(pyrid-2-yl)-thiophen-2-yl-carbonyl-,
 (2-methoxyphenyl)ethylcarbonyl-,
 (3-benzopyrrolyl)ethylcarbonyl-,
 (N-phenyl-5-propyl-imidazol-4-yl)-carbonyl-,
 1-naphthyl-sulphonyl-, and
 5-(isoxazol-2-yl)thiophen-2-yl-sulphonyl-.

Claim 7 (currently amended)

7. A compound according to Claim 3_5 selected from the group consisting of

~~N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3-S)-3-amino-pentanoylglycine;~~

~~(3S)-2-oxo-3-[[N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl]amino]-N-(2H-tetrazol-5-ylmethyl)pentanamide;~~

2-oxo-3-[[N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl]amino]-N-(sulfomethyl)pentanamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(2-nitrophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-(methylsulfonyl)glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(phenylmethyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-(phenylsulfonyl)glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(trifluoromethyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(2-nitrophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(4-nitrophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-fluorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[(3-fluorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(2-fluorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-chlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentano yl-N-[(3-chlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[4-(thionitroso)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[4-[(trifluoromethyl)sulfonyl]phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[4-(trifluoromethyl)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-cyanophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3-chloro-4-methylphenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-chloro-3-nitrophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3,5-dichlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(4-methyl-3-nitrophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[2-chloro-5-(trifluoromethyl)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(5-carboxy-2-chlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(2,5-dichlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3,4-difluorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(3,5-dichloro-2-hydroxyphenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-amino pentanoyl-N-[(2,4,5-trichlorophenyl)-sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(5-carboxy-4-chloro-2-fluorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[5-(dimethylamino)-1-naphthalenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-(2-naphthalenylsulfonyl)glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[(4-(phenyl)phenyl)-sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[(6-ethoxy-2-benzothiazolyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl- N-[[2-chloro-5-[(phenylmethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[2-chloro-5-[[2-trifluoroethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[2-chloro-5-[[[(cyclopropylmethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-nitro-4-(2-pyrimidinylthio)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[2-chloro-4-(acetylamino)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-chloro-4-(2-benzoxazolylthio)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[[3,5-dichloro-4-(4-nitrophenoxy)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[[5-(acetylamino)-1,3,4-thiadiazol-2-yl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3 S)-3-amino pentanoyl-N-[(3-cyanophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-amino pentanoyl-N-[[3-(aminosulfonyl)-5-chlorophenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-amino pentanoyl-N-[[3,5-bis(trifluoromethyl)phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[4-[5-[3-(4-chlorophenyl)-3-oxo-1-propenyl]-2-furanyl]phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-[(phenylmethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-[(2,2,2-trifluoroethyl)amino]carbonyl]phenyl]sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-2-oxo-(3S)-3-aminopentanoyl-N-[[3-[(benzoylamino)sulfonyl]-5-chlorophenyl]sulfonyl]glycinamide;

~~N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-glycine;~~

~~(3S)-5,5-difluoro-2-oxo-3-[[N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl]amino]-N-(2H-tetrazol-5-ylmethyl)pentanamide;~~

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(3,5-dichlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(3-chlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[5-(acetylamino)-1,3,4-thiadiazol-2-yl]sulfonyl]-glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-(3-aminosulfonyl-5-chlorophenyl)sulfonyl]glycinamide;

~~(3S)-5,5,5-trifluoro-2-oxo-3-[[N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-3-cyclohexyl-L-alanyl]amino]-N-(2H-tetrazol-5-ylmethyl)pentanamide;~~

~~1,1-dimethylethyl N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoylglycine;~~

~~N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoylglycine;~~

~~(4R)-1-[N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl]-N-[(1S)-1-(2,2-difluoroethyl)-2,3-dioxo-3-[(2H)-tetrazol-5-ylmethyl]amino]propyl]-4-(phenylmethoxy)-L-prolinamide;~~

~~(4R)-N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-N-[(1S)-1-(2,2-difluoroethyl)-3-methoxy-2,3-dioxopropyl]-4-(phenylmethoxy)-L-prolinamide;~~

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(3-chlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(5-carboxy-2chlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[(5-acetylamino)1,3,4-thiadiazol-2-yl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl-N-[3,5-dichlorophenyl)sulfonyl]glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl N-(4-methyl-3-nitrophenyl)sulfonyl]-glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl N-(3-carboxyl-4-chloro-2-fluorophenyl)sulfonyl]-glycinamide;

N-(2-pyrazinylcarbonyl)-L-leucyl-L-isoleucyl-(4R)-4-(phenylmethoxy)-L-prolyl-5,5-difluoro-2-oxo-(3S)-3-aminopentanoyl N-[(3-chloro-4-acetylamino)phenyl]sulfonyl]-glycinamide;

~~N-[[5-(4-chlorophenyl)-2-furanyl]carbonyl]-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl]glycine;~~

N-[[5-(4-chlorophenyl)-2-furanyl]carbonyl]-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(trifluoromethyl)sulfonyl]glycinamide;

N-[[5-(4-chlorophenyl)-2-furanyl]carbonyl]-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(3,5-dichlorophenyl)sulfonyl]glycinamide; and

N-[[5-(4-chlorophenyl)-2-furanyl]carbonyl]-L-isoleucyl-3-cyclohexylalanyl-2-oxo-3-aminopentanoyl-N-[(3-nitrophenyl)sulfonyl]glycinamide; and

~~(4R)-1-[[5-(4-chlorophenyl)-2-furanyl]carbonyl]-L-isoleucyl-N-[(1S)-1-(2,2-difluoroethyl)-2,3-dioxo-3-[(2H-tetrazol-5-ylmethyl)amino]propyl]-4-(phenylmethoxy)-L-prolinamide;~~

or a pharmaceutically acceptable salt form thereof.

Claim 8 (canceled)

Claim 9 (canceled)

Claim 10 (canceled)

Claim 11 (canceled)

Claim 12 (canceled)

Claim 13 (canceled)

Claim 14 (canceled)

Claim 15 (canceled)

Claim 16 (previously amended) A composition comprising a pharmaceutically acceptable carrier and a compound of Claim 5 or a pharmaceutically acceptable salt form thereof.

Claim 17 (canceled)

Claim 18 (canceled)

Claim 19 (canceled)

Claim 20 (canceled)

Claim 21 (currently amended) A method of inhibiting hepatitis C nonstructural protein-3 (HCV NS3) protease comprising contacting a compound of claim 35 for a time and under conditions effective to inhibit HCV NS3 protease.

Claim 22 (currently amended) A method of inhibiting hepatitis C nonstructural protein-3 (HCV NS3) protease comprising administering a compound of claim 35 to a mammal in need thereof for a time and under conditions effective to inhibit HCV NS3 protease.